

**Schedule 2**

**Proposed Rejection Order**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

BIG LOTS, INC., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 24-11967 (JKS)

(Jointly Administered)

**Re: D.I. [●]**

**ORDER (I) AUTHORIZING THE DEBTORS TO REJECT CERTAIN EXECUTORY  
CONTRACTS AND/OR UNEXPIRED LEASES EFFECTIVE AS OF  
FEBRUARY 28, 2025 AND (II) GRANTING RELATED RELIEF**

Upon the motion (the “**Motion**”)<sup>2</sup> of the above-captioned debtors and debtors in possession (the “**Debtors**”) for entry of an order: (a) authorizing the rejection of the Initial Leases, (b) authorizing and establishing the Rejection Procedures for (i) rejecting Contracts and Leases and (ii) abandoning personal property in connection with any rejected Contract or Lease, (c) authorizing and approving the Rejection Notice to affected Counterparties and (d) granting related relief, all as more fully set forth in the Motion; and the order of this Court approving the Motion on a final basis [D.I. 461]; and the filing of the notice of rejection (the “**Rejection Notice**”) by the Debtors [D.I. [●]]; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference of the United States District Court

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<sup>1</sup> The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors’ corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

for the District of Delaware, dated February 29, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and that this Court may enter an order consistent with Article III of the United States Constitution; and this Court having found that venue in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the notice of the Rejection Notice and of the opportunity to be heard at the hearing thereon were appropriate under the circumstances and that no other notice need be provided, except as set forth herein; and this Court having reviewed the Rejection Notice, and having heard the statements and argument in support of the relief requested at a hearing, if any, before this Court (the “**Hearing**”); and this Court having determined that the legal and factual bases set forth in the Rejection Notice and at any Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is **HEREBY ORDERED THAT:**

1. The Contract and Leases listed on **Schedule 1** attached hereto are hereby rejected as of February 28, 2025 (the “**Rejection Date**”).

2. Nothing herein shall prejudice the rights of the Debtors to argue that any of the Contracts or Leases were terminated prior to the Rejection Date; that any claim for damages arising from the rejection of any Contract is limited to the remedies available under the termination provision of such Contract; or that any such claim is an obligation of a third party and not that of the Debtors or their estates.

3. Nothing in this Order shall be deemed or construed as an approval of an assumption of any lease, sublease, or contract pursuant to section 365 of the Bankruptcy Code.

4. Notwithstanding the relief granted in this Order and any actions taken pursuant to such relief, nothing in this Order shall be deemed: (i) an admission as to the amount of, basis for,

or validity of any claim against the Debtors; (ii) a waiver of the Debtors' or any other party's right to dispute any claim; (iii) a promise or requirement to pay any particular claim; (iv) an admission that any particular claim is of a type described in the Motion; (v) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; or (vi) a waiver of any claims or causes of action which may exist against any entity under the Bankruptcy Code or any other applicable law.

5. Notice of the Rejection Notice is deemed good and sufficient notice of the relief requested therein.

6. Notwithstanding Bankruptcy Rule 6004(h), this Order shall be effective and enforceable immediately upon its entry.

7. The Debtors are authorized to take all actions that are necessary and appropriate to effectuate the relief granted in this Order.

8. This Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

**Schedule 1**

**Schedule of Rejected Contracts and Leases**

#	Debtor Entity	Contract Counterparty	Rejected Agreement/Lease	Contract Counterparty Address	Effective Rejection Date
1	Big Lots Management, LLC	3D Group	Project Schedule	1250 45th St Suite 360 Emeryville, CA 94608 USA	2/28/2025
2	Big Lots Management, LLC	3D Group	Project Schedule	1250 45th St Suite 360 Emeryville, CA 94608 USA	2/28/2025
3	Big Lots Management, LLC	3D Group	Project Schedule under Master License and Services Agreement	1250 45th St Suite 360 Emeryville, CA 94608 USA	2/28/2025
4	Consolidated Property Holdings, LLC	A.P. MOLLER - MAERSK SEALAND	Service Contract	2 Giralda Farms Madison, NJ 07940 USA	2/28/2025
5	Consolidated Property Holdings, LLC	A.P. MOLLER - MAERSK SEALAND	Service Contract Amendment	2 Giralda Farms Madison, NJ 07940 USA	2/28/2025
6	Consolidated Property Holdings, LLC	A.P. MOLLER MAERSK SEALAND	Service Contract	2 Giralda Farms Madison, NJ 07940 USA	2/28/2025
7	Big Lots eCommerce LLC	Accertify	Order Form for Managed Services	2 PIERCE PLACE SUITE 900 ITASCA, IL 60143 USA	2/28/2025
8	Big Lots, Inc.	Accertify, Inc.	Authorization to Release and Receive Information	2 Pierce Place, Ste. 900 Itasca, IL 60143 USA	2/28/2025
9	Big Lots, Inc.	Accertify, Inc.	Confidentiality Agreement	2 Pierce Place, Suite 900 Itasca, IL 60143 USA	2/28/2025
10	Big Lots, Inc.	Accertify, Inc.	Confidentiality Agreement	2 Pierce Place, Suite 900 Itasca, IL 60143 USA	2/28/2025
11	Big Lots, Inc.	Accertify, Inc.	Confidentiality Agreement	123 Main St. Columbus, OH 43081 USA	2/28/2025
12	Big Lots, Inc.	Accertify, Inc.	Confidentiality Agreement	123 Main St. Columbus, OH 43081 USA	2/28/2025
13	Big Lots eCommerce LLC	Accertify, Inc.	Master Terms and Conditions	Two Pierce Place, Suite 900 Itasca, IL 60143 USA	2/28/2025
14	Big Lots eCommerce LLC	Accertify, Inc.	Master Terms and Conditions	Two Pierce Place, Suite 900 Itasca, IL 60143 USA	2/28/2025
15	Big Lots eCommerce LLC	Accertify, Inc.	Order Form for Accertify Modules and Services	123 Main St. Columbus, OH 43081 USA	2/28/2025
16	Big Lots eCommerce LLC	Accertify, Inc.	Order Form for Fraud Management and Chargeback Management Modules	123 Main St. Columbus, OH 43081 USA	2/28/2025

#	Debtor Entity	Contract Counterparty	Rejected Agreement/Lease	Contract Counterparty Address	Effective Rejection Date
17	Big Lots, Inc.	ACCURATE HEATING AND AIR	Service Agreement	10808 Foothill Blvd Rancho Cucamonga, CA 91730 USA	2/28/2025
18	Big Lots, Inc.	Accurate Heating and Air Conditioning LLC	HVAC Scheduled Maintenance and Service Agreement	10808 Foothill Blvd., Ste. 160-420 Rancho Cucamonga, CA 91730 USA	2/28/2025
19	Big Lots, Inc.	ACESUR NORTH AMERICA INC	Services Agreement	981 SCOTT ST STE 100A NORFOLK, VA 23502 USA	2/28/2025
20	Big Lots, Inc.	Acquia Inc.	Change Request for Inclusion of Machine Learning Models	53 State Street Boston, MA 02109 USA	2/28/2025
21	Big Lots, Inc.	Acquia Inc.	Change Request for Inclusion of Machine Learning Models	53 State Street Boston, MA 02109 USA	2/28/2025
22	Big Lots Stores, LLC	Acquia Inc.	Change Request for Professional Services	53 State Street Boston, MA 02109 USA	2/28/2025
23	Big Lots Stores, LLC	Acquia Inc.	Change Request for Professional Services	53 State Street Boston, MA 02109 USA	2/28/2025
24	Big Lots Stores, LLC	Acquia Inc.	Change Request for Professional Services	53 State Street Boston, MA 02109 USA	2/28/2025
25	Big Lots, Inc.	Acquia Inc.	Change Request for Professional Services	53 State Street Boston, MA 02109 USA	2/28/2025
26	Big Lots, Inc.	Acquia Inc.	Change Request for Professional Services	53 State Street Boston, MA 02109 USA	2/28/2025
27	Big Lots Stores, LLC	Acquia Inc.	Change Request for Professional Services	Acquia, Inc. 53 State Street, 10th Floor Boston, MA 02109 USA	2/28/2025
28	Big Lots Stores, LLC	Acquia Inc.	Change Request for Professional Services	53 State Street Boston, MA 02109 USA	2/28/2025
29	Big Lots Stores, LLC	Acquia Inc.	Change Request for Professional Services	53 State Street Boston, MA 02109 USA	2/28/2025
30	Big Lots, Inc.	Acquia Inc.	Change Request for Professional Services	53 State Street Boston, MA 02109 USA	2/28/2025
31	Big Lots Stores, LLC	Acquia Inc.	Change Request for Professional Services	Acquia, Inc. 53 State Street, 10th Floor Boston, MA 02109 USA	2/28/2025
32	Big Lots Stores, LLC	Acquia Inc.	Change Request for Professional Services	Acquia, Inc. 53 State Street, 10th Floor Boston, MA 02109 USA	2/28/2025

#	Debtor Entity	Contract Counterparty	Rejected Agreement/Lease	Contract Counterparty Address	Effective Rejection Date
33	Big Lots, Inc.	Acquia Inc.	Change Request for Professional Services	53 State Street Boston, MA 02109 USA	2/28/2025
34	Big Lots Stores, LLC	Acquia Inc.	Change Request for Professional Services	53 State Street Boston, MA 02109 USA	2/28/2025
35	Big Lots, Inc.	Acquia Inc.	Change Request for Professional Services	53 State Street Boston, MA 02109 USA	2/28/2025
36	Big Lots Stores, LLC	Acquia Inc.	Change Request for Professional Services	Acquia, Inc. 53 State Street, 10th Floor Boston, MA 02109 USA	2/28/2025
37	Big Lots, Inc.	Acquia Inc.	Change Request for Professional Services	53 State Street Boston, MA 02109 USA	2/28/2025
38	Big Lots, Inc.	Acquia Inc.	Change Request for Professional Services	53 State Street Boston, MA 02109 USA	2/28/2025
39	Big Lots Stores, LLC	Acquia Inc.	Change Request for Professional Services	53 State Street Boston, MA 02109 USA	2/28/2025
40	Big Lots, Inc.	Acquia Inc.	Change Request for Project - Leading Zeroes Fix	53 State Street Boston, MA 02109 USA	2/28/2025
41	Big Lots, Inc.	Acquia Inc.	Change Request for Statement of Work	53 State Street Boston, MA 02109 USA	2/28/2025
42	Big Lots Stores, LLC	Acquia Inc.	Limited Term Extension	53 State Street Boston, MA 02109 USA	2/28/2025
43	Big Lots Stores, LLC	Acquia Inc.	Limited Term Extension	53 State Street Boston, MA 02109 USA	2/28/2025
44	Big Lots Stores, LLC	Acquia Inc.	Order for Acquia Customer Data Platform Services	53 State Street, 10th Floor Boston, MA 02109 USA	2/28/2025
45	Big Lots Stores, LLC	Acquia Inc.	Order for Acquia Customer Data Platform Services	53 State Street, 10th Floor Boston, MA 02109 USA	2/28/2025
46	Big Lots Stores, LLC	Acquia Inc.	Order for Acquia Customer Data Platform Services	53 State Street, 10th Floor Boston, MA 02109 USA	2/28/2025
47	Big Lots Stores, LLC	Acquia Inc.	Order for Acquia Customer Data Platform Services	53 State Street, 10th Floor Boston, MA 02109 USA	2/28/2025
48	Big Lots, Inc.	Acquia Inc.	Statement of Work for Professional Services	53 State Street Boston, MA 02109 USA	2/28/2025



#	Debtor Entity	Contract Counterparty	Rejected Agreement/Lease	Contract Counterparty Address	Effective Rejection Date
49	Big Lots, Inc.	Acquia Inc.	Statement of Work for Professional Services	53 State Street Boston, MA 02109 USA	2/28/2025
50	Big Lots, Inc.	Acquia Inc.	Statement of Work for Professional Services	53 State Street Boston, MA 02109 USA	2/28/2025
51	Big Lots, Inc.	Acquia Inc.	Statement of Work for Professional Services	53 State Street Boston, MA 02109 USA	2/28/2025
52	Big Lots, Inc.	Acquia, Inc.	Amendment to Master Terms	53 State Street Boston, MA 02109 USA	2/28/2025
53	Big Lots, Inc.	Acquia, Inc.	Amendment to Master Terms	53 State Street Boston, MA 02109 USA	2/28/2025
54	Big Lots, Inc.	Acquia, Inc.	Amendment to Services Agreement	53 State Street Boston, MA 02109 USA	2/28/2025
55	Big Lots, Inc.	Acquia, Inc.	Amendment to Services Agreement	53 State Street Boston, MA 02109 USA	2/28/2025
56	Big Lots, Inc.	Ad Von	Services Agreement	6515 Longshore Loop Suite 100 Dublin, OH 43017 USA	2/28/2025
57	Big Lots, Inc.	Adaptavist Inc	Services Agreement	12110 SUNSET HILLS ROAD #600 RESTON, VA 20190 USA	2/28/2025
58	Big Lots, Inc.	Adaptavist Inc	Services Agreement	12110 SUNSET HILLS ROAD #600 RESTON, VA 20190 USA	2/28/2025
59	Big Lots, Inc.	Adaptavist Inc	Services Agreement	12110 SUNSET HILLS ROAD #600 RESTON, VA 20190 USA	2/28/2025
60	Big Lots, Inc.	Adaptavist Inc	Services Agreement	12110 SUNSET HILLS ROAD #600 RESTON, VA 20190 USA	2/28/2025
61	Big Lots, Inc.	Adaptavist Inc	Services Agreement	12110 SUNSET HILLS ROAD #600 RESTON, VA 20190 USA	2/28/2025
62	Big Lots Stores, LLC	Adaptavist Inc.	Master Services Agreement	12110 Sunset Hills Road, Suite #600 Reston, VA 20190 USA	2/28/2025
63	Big Lots Stores, LLC	Adaptavist Inc.	Master Services Agreement	12110 Sunset Hills Road, Suite #600 Reston, VA 20190 USA	2/28/2025
64	Big Lots Stores, LLC	Adaptavist Inc.	Statement of Work for App Upgrades in support of Cloud Migration	12110 Sunset Hills Road, Suite #600 Reston, VA 20190 USA	2/28/2025

#	Debtor Entity	Contract Counterparty	Rejected Agreement/Lease	Contract Counterparty Address	Effective Rejection Date
65	Big Lots Stores, LLC	Adaptavist Inc.	Statement of Work for App Upgrades in support of Cloud Migration	12110 Sunset Hills Road, Suite #600 Reston, VA 20190 USA	2/28/2025
66	Big Lots, Inc.	Adaptavist, Inc.	Confidentiality Agreement	12110 Sunset Hills Road, Suite #600 Reston, VA 20190 USA	2/28/2025
67	Big Lots, Inc.	Adobe Inc.	Sales Order	345 Park Avenue San Jose, CA 95110 USA	2/28/2025
68	Big Lots, Inc.	Adobe Inc.	Sales Order	345 Park Avenue San Jose, CA 95110 USA	2/28/2025
69	Big Lots, Inc.	Adobe Inc.	Sales Order Addendum	345 Park Avenue San Jose, CA 95110 USA	2/28/2025
70	Big Lots, Inc.	Adobe Inc.	Sales Order Addendum	345 Park Avenue San Jose, CA 95110 USA	2/28/2025
71	Big Lots, Inc.	Adobe Inc.	Sales Order for Adobe On-demand Services	345 Park Avenue San Jose, CA 95110 USA	2/28/2025
72	Big Lots, Inc.	Adobe Inc.	Sales Order for Adobe On-demand Services	345 Park Avenue San Jose, CA 95110 USA	2/28/2025
73	Big Lots, Inc.	Adobe Inc.	Sales Order for Adobe On-demand Services	345 Park Avenue San Jose, CA 95110 USA	2/28/2025
74	Big Lots, Inc.	Adobe Inc.	Sales Order for Adobe On-demand Services	345 Park Avenue San Jose, CA 95110 USA	2/28/2025
75	Big Lots, Inc.	Adobe Systems Incorporated	Addendum Sales Order	345 Park Avenue San Jose, CA 95110 USA	2/28/2025
76	Big Lots, Inc.	Adobe Systems Incorporated	Addendum Sales Order	345 Park Avenue San Jose, CA 95110 USA	2/28/2025
77	Big Lots Stores, LLC	Adobe Systems Incorporated	Adobe AEM - Assets: Digital Asset Management Platform	345 Park Avenue San Jose, CA 95110 USA	2/28/2025
78	Big Lots, Inc.	Adobe Systems Incorporated	Sales Order Addendum for Adobe On-demand Services	345 Park Avenue San Jose, California 95110-2704 USA	2/28/2025
79	Big Lots, Inc.	Adobe Systems Incorporated	Sales Order Addendum for Adobe On-demand Services	345 Park Avenue San Jose, California 95110-2704 USA	2/28/2025
80	Big Lots, Inc.	Adobe Systems Incorporated	Sales Order Agreement	345 Park Avenue San Jose, CA 95110 USA	2/28/2025

#	Debtor Entity	Contract Counterparty	Rejected Agreement/Lease	Contract Counterparty Address	Effective Rejection Date
81	Big Lots, Inc.	Adobe Systems Incorporated	Sales Order for Adobe Products and Services	345 Park Avenue San Jose, CA 95110 USA	2/28/2025
82	Big Lots, Inc.	Adobe Systems Incorporated	Service Order Addendum	345 Park Avenue San Jose, CA 95110 USA	2/28/2025
83	Big Lots, Inc.	Adobe Systems Incorporated	Service Order Addendum	345 Park Avenue San Jose, CA 95110 USA	2/28/2025
84	Big Lots, Inc.	Adobe Systems Incorporated	Service Order Addendum	345 Park Avenue San Jose, CA 95110 USA	2/28/2025
85	Big Lots, Inc.	Adobe Systems Incorporated	Service Order Addendum	345 Park Avenue San Jose, CA 95110 USA	2/28/2025
86	Big Lots, Inc.	Adobe Systems Incorporated	Service Order Addendum	345 Park Avenue San Jose, CA 95110 USA	2/28/2025
87	Big Lots, Inc.	Adobe Systems Incorporated	Service Order Addendum	345 Park Avenue San Jose, CA 95110 USA	2/28/2025
88	Big Lots Stores, LLC	Adobe Systems Incorporated	Web Analytics	345 Park Avenue San Jose, CA 95110 USA	2/28/2025
89	Big Lots, Inc.	Adobe Systems, Inc.	Audit Exception Agreement	345 Park Avenue San Jose, CA 95110 USA	2/28/2025
90	Big Lots, Inc.	Adobe Systems, Inc.	Audit Exception Agreement	345 Park Avenue New York, NY 10154 USA	2/28/2025
91	Big Lots, Inc.	Adobe Systems, Inc.	Confidentiality Agreement	345 Park Avenue San Jose, CA 95110 USA	2/28/2025
92	Big Lots, Inc.	Adobe Systems, Inc.	Confidentiality Agreement	345 Park Avenue San Jose, CA 95110 USA	2/28/2025
93	Big Lots Stores, LLC	Adobe Workfront	Workflow/Project Management software	345 Park Avenue San Jose, CA 95110-2704 USA	2/28/2025
94	Big Lots Stores, LLC	Advanced Climate Solutions	HVAC Scheduled Maintenance and Service Agreement	2660 Bond Street University Park, IL 60484 USA	2/28/2025
95	Big Lots, Inc.	ADVANCED CLIMATE SOLUTIONS LLC	Service Agreement	2660 Bond St University Park, IL 60484 USA	2/28/2025
96	Big Lots, Inc.	Advanced Mechanical Services of Central Florida, Inc.	HVAC Scheduled Maintenance and Service Agreement	2475 Regent St. Orlando, FL 32804 USA	2/28/2025

#	Debtor Entity	Contract Counterparty	Rejected Agreement/Lease	Contract Counterparty Address	Effective Rejection Date
97	Big Lots, Inc.	Advanced Project Solutions, LLP	Master Services Agreement	4501 Femrite Drive Madison, WI 53716 USA	2/28/2025
98	Big Lots, Inc.	Advanced Project Solutions, LLP	Master Services Agreement	4501 Femrite Drive Madison, WI 53716 USA	2/28/2025
99	Big Lots, Inc.	ADVANTAGE MECHANICAL INC	Service Agreement	765 Ridgeview Drive McHenry, IL 60050 USA	2/28/2025
100	Big Lots Stores, LLC	Advantage Mechanical, Inc	HVAC Scheduled Maintenance and Service Agreement	765 Ridgeview Drive McHenry, IL 60050 USA	2/28/2025